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RECORDATION NO.

23188

FILED

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**SURFACE TRANSPORTATION BOARD**

October 23, 2000

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Chicago  
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Los Angeles  
New York  
San Francisco  
St. Louis  
Washington, D.C.

By Hand

Hon. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 714  
Washington, D.C. 20423-0001

Dear Secretary Williams:

Enclosed for recordation, pursuant to the provisions of 49 U.S.C. §11301(a) and 49 C.F.R. Part 1177, are two (2) originals of a Memorandum of Lease and Assignment of Lease, dated as of September 29, 2000, which should be recorded as a *primary* document.

The names of the parties to the transaction reflected in the enclosed (and certain related) documents are:

Lessor/Assignor:	TRINITY INDUSTRIES LEASING COMPANY, a corporation organized under the laws of the state of Delaware
Lessor/Assignee:	THE CIT GROUP/EQUIPMENT FINANCING, INC., a corporation organized under the state of New York
Lessee:	MARTIN MARIETTA MAGNESIA SPECIALTIES INC., a corporation organized under the laws of the state of Delaware

We request that the enclosed primary document be indexed under *each* of the above-listed names.

A description of the railroad equipment covered by the enclosed document (the "Equipment") is as follows:

<u>Number of Cars</u>	<u>Type</u>	<u>Identifying Marks</u>
7	5,125 CF Power Flo I cars	TILX 5164 - 5170

Schmensehn

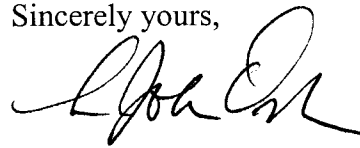
Hon. Vernon A. Williams, Secretary  
October 23, 2000  
Page 2

A brief description of the transaction reflected in the enclosed document is as follows:

Pursuant to a Purchase and Sale Agreement dated as of September 29, 2000 between Lessor/Assignor and Lessor/Assignee, Lessor/Assignee has acquired all of Lessor/Assignor's right, title and interest in, to or arising from the Equipment, including (by assignment) that certain Railroad Car Lease Agreement dated as of May 26, 1992 (the "Lease") between Lessor/Assignor and Lessee.

Also enclosed is a check in the amount of \$26.00, payable to the order of the Surface Transportation Board, which covers the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned.

Sincerely yours,

A handwritten signature in black ink, appearing to read "L. John Osborn", written in a cursive style.

L. John Osborn

Enclosures

OCT 24 '00

3-23 PM

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE, dated as of September 29, 2000, is made by TRINITY INDUSTRIES LEASING COMPANY, a corporation organized under the laws of the state of Delaware (the "Lessor/Assignor"), and by THE CIT GROUP/EQUIPMENT FINANCING, INC., a corporation organized under the state of New York (the "Lessor/Assignee"), and relates to that certain Railroad Car Lease Agreement dated as of May 26, 1992 (the "Lease") between Lessor/Assignor and MARTIN MARIETTA MAGNESIA SPECIALTIES INC., a corporation organized under the laws of the state of Delaware (the "Lessee").

WHEREAS, Lessor/Assignor and Lessee have entered into the Lease, including Rider No. 1 dated May 26, 1992, under which Lessor/Assignor has leased to Lessee the following railroad equipment (the "Equipment"):

<u>Number of Cars</u>	<u>Type</u>	<u>Identifying Marks</u>
7	5,125 CF Power Flo I cars	TILX 5164 - 5170

and


WHEREAS, pursuant to that certain Purchase and Sale Agreement dated as of September 29, 2000 between Lessor/Assignor and Lessor/Assignee, Lessor/Assignee has acquired all of Lessor/Assignor's right, title and interest in, to or arising from the Equipment, including the Lease; and

WHEREAS, the parties desire to provide notice of the Lease and of the assignment of the Lease by Lessor/Assignor to Lessor/Assignee; and

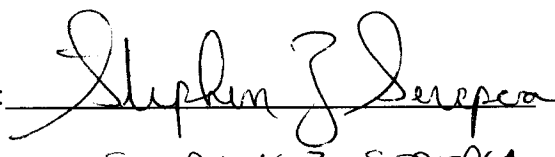
WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Lease and Assignment of Lease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

TRINITY INDUSTRIES LEASING COMPANY

By:  \_\_\_\_\_  
John Nussrallah  
President

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:  \_\_\_\_\_  
Name: STEPHEN Z SERPECA  
Title: SR VP

CORPORATE FORM OF ACKNOWLEDGEMENT

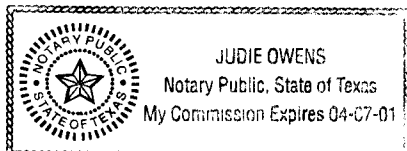
State of Texas )  
County of Dallas ) SS:  
 )

On this 3<sup>RD</sup> day of October, 2000, before me personally appeared John Nussraiah to me personally known, who being by me duly sworn, says that he is the President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Judie Owens  
Signature of Notary Public

My commission expires 04-07-01

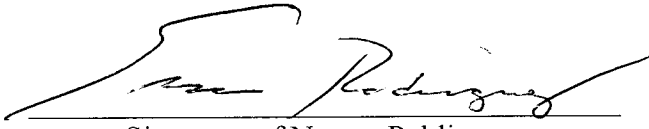
Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

State of New York )  
County of New York ) SS:  
 )

On this 12 day of October, 2000, before me personally appeared Stephen Z. Serepca to me personally known, who being by me duly sworn, says that he/she is the Sr. Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Signature of Notary Public

My commission expires May 29, 2002

Seal

ELSA RODRIGUEZ  
Notary Public, State of New York  
No. 4967228  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires May 29, 192002